

Creek Knoll Neighborhood Association (CKNA) Bylaws

1. NAME

The name of the Association is the Creek Knoll Neighborhood Association (CKNA).

2. PURPOSE

The purpose of the CKNA is to promote a better neighborhood environment, to encourage involvement of residents in decisions proposed by the Edina City Council and to designate a member(s) to help facilitate open and effective communication between the CKNA neighborhood and the City of Edina. The CKNA is non-partisan.

3. NEIGHBORHOOD BOUNDARIES

As recognized by the City of Edina, the boundaries of the CKNA are the east side of France Avenue, south side of 54th Street, and north of Minnehaha Creek.

4. MEMBERSHIP

Meetings of the CKNA are open to all residents, businesses, and owners or renters of property within the Creek Knoll neighborhood; however, voting rights at these meetings and on CKNA matters are given to all residents, businesses, and property owners or renters in the CKNA who are at least 18 years of age. Any legal entity that owns or rents a parcel has one membership vote for that parcel. Membership is defined by anyone who owns or rents property within the neighborhood boundaries defined in section 3.0. There shall be no fee required to exercise membership rights.

5. STEERING COMMITTEE

Members of the CKNA shall form a Steering Committee of no fewer than 3 and no more than 9 active members of the CKNA. All such positions are voluntary and unpaid. The term of office shall be 2 years and a member of the Steering Committee may serve additional terms. The Steering Committee shall attempt to stagger terms to ensure continuity with the committee.

1.1. The Steering Committee shall plan and lead all CKNA meetings, take action between meetings on issues identified at the Annual Meeting, and act on time-sensitive matters in accordance with the agreement of a majority of its members.

1.2. Through April 1, 2015, the Steering Committee has the ability to add additional members to the Steering Committee with a simple majority vote.

1.3. Through April 1, 2015, a quorum of the Steering Committee can amend the Bylaws by majority vote of those Steering Committee members present.

1.4. At minimum, 3 Steering Committee members must be present in order for the CKNA to conduct business.

- 1.5. The Steering Committee shall designate one of its members as Secretary to keep minutes of its meetings and all meetings of the CKNA, and shall make such minutes available to CKNA members at the Annual Meeting or upon request.
- 1.6. All Steering Committee members must be property owners or renters within the Creek Knoll neighborhood. If they no longer own or rent property in the neighborhood, they must resign from the Steering Committee.
- 1.7. If a Steering Committee member resigns, causing the number of members to fall below the minimum, the remaining Steering Committee members shall recruit another CKNA member to fulfill the term's remainder. Such replacement shall require majority approval of the members in attendance.
- 1.8. Creek Knoll neighborhood residents will indemnify and hold harmless any Steering Committee member from any suit, damage, claim, judgment or liability, arising out of or asserted to arise out of conduct of such person in his or her capacity as Steering Committee member performing services for the CKNA, except in cases involving willful misconduct.

6. FIDUCIARY RESPONSIBILITIES

Members of the CKNA Steering Committee should be personally committed to the mission of the organization, willing to volunteer sufficient time and resources (e.g., paper, printing) to help achieve the Association's mission, and fulfill these fiduciary responsibilities of Duty of Care and Duty of Loyalty:

- 1.1. Duty of Care – Steering Committee members will discharge their duties in good faith, in a manner one would reasonably believe to be in the best interests of the organization, and with the care an ordinary prudent person in a like position would exercise under similar circumstances. Steering Committee members must devote the time, attention, and resources necessary to understand and prudently oversee the affairs of the CKNA.
- 1.2. Duty of Loyalty – Steering Committee members, when making a decision or acting on behalf of the CKNA, must set aside personal or conflicting interests and act solely in the best interest of CKNA.

7. REMOVAL FROM STEERING COMMITTEE

A Steering Committee member may be removed from office if a majority of the Steering Committee votes to remove such member. Upon removal, a new member shall be recruited by the Steering Committee to serve the remainder of the vacant Steering Committee member's term.

8. CONFLICT OF INTEREST

Steering Committee members shall not use their position with the CKNA for personal benefit.

9. SUBCOMMITTEES

The Steering Committee may designate subcommittees as necessary to address neighborhood issues or plan neighborhood events. Membership in CKNA is necessary to be appointed to a subcommittee.

10. MEETINGS

10.1 ANNUAL MEETING

The CKNA shall hold at least one neighborhood meeting annually. Notice of the date and time shall be emailed, delivered, and/or mailed to each resident in the Creek Knoll neighborhood no fewer than two weeks before the meeting. The business of the Annual Meeting shall be the election of Steering Committee member(s), discussion and prioritization of neighborhood issues, and planning of other neighborhood events. The Steering Committee shall schedule the date, time, and location of the annual meeting. Unless otherwise determined, the Annual Meeting shall be held each December.

10.2 ALL OTHER MEETINGS

Regular meetings will be scheduled by the Steering Committee based on the needs or concerns of the CKNA members. All meetings will be announced at least 2 weeks in advance.

11. VOTING

All actions taken by the CKNA shall be by majority vote of those members present at a meeting. Voting by proxy is not allowed. There are no minimum quorums.

12. USE OF THE CKNA NAME

The CKNA name may not be used in connection with a solicitation for a donation, whether financial or in-kind, or be used in connection with another group/event without prior approval of the CKNA Steering Committee.

13. AMENDMENT OF BYLAWS

After March 1, 2015, these Bylaws may be amended by a majority vote by members present at a meeting (see section 5.3).

14. NON-DISCRIMINATION

The CKNA will not discriminate based on race, color, creed, religion, age, gender, sexual orientation, gender expression, marital status, disability, status with regard to public assistance, familial status, or national origin in connection to employment, housing and real property, public accommodations, public services, credit, and education. Any violation herein can be cause for immediate dismissal from the CKNA Steering Committee.

15. INDEMNIFICATION OF PERSONS

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as enacted or hereafter amended, or by other provisions of law, each person who is a party or is threatened to be made a party to any proceeding, wherever and by whosoever brought (including any proceeding by or in the right of the Chapter), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Chapter, or that he or she is or was serving at the specific request of the Board as a director, officer, employee or agent of another Chapter, partnership, joint venture, trust or other enterprise, shall

be indemnified by the Chapter against all reasonable expenses, including attorneys' fees and disbursements, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Bylaw shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person and his or her heirs, executors and administrators, with respect to activities of such person during the period he or she acted as a director, officer, employee or agent of the Chapter, and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Bylaws.

16. LIMITATION OF LIABILITY

No officer, Board or committee member, Member, agent or employee of the Chapter shall be liable for the act or failure of any other such person or organization.